UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.

LEHMAN BROTHERS HOLDINGS INC., et al., : 08-13555 (JMP)

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Debtors. : (Jointly Administered)

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ORDER GRANTING DEBTORS' ONE HUNDRED SIXTEENTH OMNIBUS OBJECTION TO CLAIMS (NO LIABILITY DERIVATIVE CLAIMS)

Upon the one hundred sixteenth omnibus objection to claims, dated March 14, 2011 (the "One Hundred Sixteenth Omnibus Objection to Claims"), of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), pursuant to section 502(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court's order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 6664] (the "Procedures Order"), seeking disallowance and expungement of the No Liability Derivative Claims on the grounds that they assert claims for which the Debtors have no liability, all as more fully described in the One Hundred Sixteenth Omnibus Objection to Claims; and due and proper notice of the One Hundred Sixteenth Omnibus Objection to Claims having been provided to (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) the claimants listed on Exhibit A attached to the One Hundred Sixteenth Omnibus Objection to Claims; and (vii) all other parties entitled to notice in accordance with the procedures set forth in

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors' One Hundred Sixteenth Omnibus Objection to Claims.

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the second amended order entered on June 17, 2010 governing case management and

administrative procedures for these cases [Docket No. 9635]; and the Court having found and

determined that the relief sought in the One Hundred Sixteenth Omnibus Objection to Claims is

in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the

legal and factual bases set forth in the One Hundred Sixteenth Omnibus Objection to Claims

establish just cause for the relief granted herein; and after due deliberation and sufficient cause

appearing therefor, it is

ORDERED that the relief requested in the One Hundred Sixteenth Omnibus

Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims

listed on Exhibit 1 annexed hereto are disallowed and expunged in their entirety with prejudice;

and it is further

ORDERED that the objections to the claims listed on Exhibit 2 annexed hereto

are withdrawn without prejudice; and it is further

ORDERED that this Order supersedes all previous orders regarding the No

Liability Derivative Claims listed on Exhibit 1 and Exhibit 2 annexed hereto; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all

matters arising from or related to this Order.

Dated: New York, New York

April 28, 2011

s/ James M. Peck

Honorable James M. Peck

United States Bankruptcy Judge

EXHIBIT 1

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	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
1	ALLERGAN, INC. PENSION PLAN C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT. W- 1452 385 E. COLORADO BLVD. PASADENA, CA 91101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20923	\$106,920.79	No Liability Claim
2	ALLERGAN, INC. PENSION PLAN C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT. W- 1452 385 E. COLORADO BLVD. PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	21057	\$106,920.79	No Liability Claim
3	CLEVELAND CLINIC FOUNDATION (NON-ERISA) C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT W-1412 385 E. COLORADO BLVD PASADENA, CA 91101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20913	\$241,094.18	No Liability Claim
4	CLEVELAND CLINIC FOUNDATION (NON-ERISA) C/O WESTERN ASSET MANAGEMENT COMPANY ATT: LEGAL DEPT W-1412 385 E. COLORADO BLVD PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	20997	\$241,094.18	No Liability Claim
5	EMPLOYEES' RETIREMENT SYSTEM OF THE STATE OF HAWAII CITY FINANCIAL TOWER ATTN: DAVID SHIMABUKURO, ADMINISTRATOR 201 MERCHANT STREET, SUITE 1400 HONOLULU, HI 96813-2980	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/18/2009	17980	\$92,522.09	No Liability Claim

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	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
6	EMPLOYEES' RETIREMENT SYSTEM OF THE STATE OF HAWAII CITY FINANCIAL TOWER ATTN: DAVID SHIMABUKURO, ADMINISTRATOR 201 MERCHANT STREET, SUITE 1400 HONOLULU, HI 96813-2980	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/18/2009	17981	\$92,522.09	No Liability Claim
7	FORD MASTER TRUST LONG DURATION C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT W-1558 385 E. COLORADO BLVD PASADENA, CA 91101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20931	\$602,535.19	No Liability Claim
8	FORD MASTER TRUST LONG DURATION C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT W-1558 385 E. COLORADO BLVD PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	21208	\$602,535.19	No Liability Claim
9	FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST ATTN: VIDYA KRISHNAMACHER FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126-2701	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	02/25/2010	66325	\$902,386.51	No Liability Claim
10	FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST ATTN: VIDYA KRISHNAMACHER FORD MOTOR COMPANY ONE AMERICAN ROAD DEARBORN, MI 48126-2701	08-13555 (JMP)	Lehman Brothers Holdings Inc.	02/25/2010	66326	\$902,386.51	No Liability Claim

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	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
11	HALLIBURTON COMPANY C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT. W-1143 385 E. COLORADO BLVD. PASADENA, CA 91101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20883	\$120,896.98	No Liability Claim
12	HALLIBURTON COMPANY C/O WESTERN ASSET MANAGEMENT COMP. ATTN: LEGAL DEPT W-1143 385 E. COLORADO BLVD PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	21031	\$120,896.98	No Liability Claim
13	IOWA PERS C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT. W-1059 385 E. COLORADO BLVD. PASADENA, CA 91101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20876	\$5,013,960.15	No Liability Claim
14	IOWA PERS C/O WESTERN ASSET MANAGEMENT COMPANY ATT: LEGAL DEPT W-1059 385 E. COLORADO BLVD PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	20952	\$5,013,960.15	No Liability Claim
15	MIP FIXED INCOME ACCOUNT C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT W-1332 385 E. COLORADO BLD PASADENA, CA 91101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20904	\$161,250.44	No Liability Claim

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	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
16	MIP FIXED INCOME ACCOUNT C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT W-1332 385 E. COLORADO BLVD PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	21003	\$161,250.44	No Liability Claim
17	MMC UK PENSION FUND LIMITED AS TRUSTEES OF THE MMC UK PENSION FUND TOWER PLACE WEST BUILDING LONDON, EC3R 5BU UNITED KINGDOM	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/18/2009	16645	\$179,030.21*	No Liability Claim
18	MMC UK PENSION FUND LIMITED AS TRUSTEES OF THE MMC UK PENSION FUND TOWER PLACE WEST BUILDING LONDON, EC3R 5BU UNITED KINGDOM	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/18/2009	16661	\$179,030.21*	No Liability Claim
19	NATIONWIDE LIFE INSURANCE COMPANY OF AMERICA PRODUCERS PENSION PLAN C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT W-1862 385 E. COLORADO BLVD. PASADENA, CA 91101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20979	\$78,139.21	No Liability Claim

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	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
20	NATIONWIDE LIFE INSURANCE COMPANY OF AMERICA PRODUCERS PENSION PLAN C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT. W- 1862 385 E. COLORADO BLVD. PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	21066	\$78,139.21	No Liability Claim
21	NESTLE IN THE USA SAVINGS TRUST C/O NESTLE RETIREMENT INVESTMENTS ATTN: KARIN BRODBECK 777 W. PUTNAM AVENUE GREENWICH, CT 06830	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/17/2009	15175	Undetermined	No Liability Claim
22	NESTLE USA, INC. MASTER RETIREMENT TRUST C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT. W-1278 385 E. COLORADO BLVD. PASADENA, CA 91101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20894	\$117,034.32	No Liability Claim
23	NESTLE USA, INC. MASTER RETIREMENT TRUST C/O WESTERN ASSET MANAGEMENT COMPANY ATT: LEGAL DEPT W-1278 385 E. COLORADO BLVD PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	21046	\$117,034.32	No Liability Claim

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	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
24	NORTEL NETWORKS INC. RETIREMENT INCOME PLAN C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT W-1699 385 E. COLORADO BLVD. PASADENA, CA 91101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20947	\$301,267.56	No Liability Claim
25	NORTEL NETWORKS INC. RETIREMENT INCOME PLAN C/O WESTERN ASSET MANAGEMENT COMPANY ATT: LEGAL DEPT W-1699 385 E. COLORADO BLVD PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	20961	\$301,267.56	No Liability Claim
26	PUBLIC EMPLOYEES' RETIREMENT ASSOCIATION OF COLORADO TRANSFEROR: DENVER PUBLIC SCHOOLS RETIREMENT SYSTEM PERA LEGAL DEPARTMENT ATTN: GREG SMITH AND JENNIFER KABAT 1300 LOGAN STREET DENVER, CO 80203-2386	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20886	\$523,500.08	No Liability Claim
27	PUBLIC EMPLOYEES' RETIREMENT ASSOCIATION OF COLORADO TRANSFEROR: DENVER PUBLIC SCHOOLS RETIREMENT SYSTEM PERA LEGAL DEPARTMENT ATTN: GREG SMITH, JENNIFER KABAT 1300 LOGAN STREET DENVER, CO 80203-2386	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	21026	\$523,500.08	No Liability Claim

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	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
28	SAN DIEGO COUNTY EMPLOYEES RETIREMENT ASSOCIATION BEN T. CAUGHEY, ICE MILLER LLP ONE AMERICAN SQUARE, SUITE 3100 INDIANAPOLIS, IN 46282	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/22/2009	32530	\$250,000.00	No Liability Claim
29	SEARS 401 (K) SAVINGS PLAN C/O WESTERN ASSET MANAGEMENT COMPANY ATT: LEGAL DEPT W-1948 385 E. COLORADO BLVD PASADENA, CA 91101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20985	\$219,290.65	No Liability Claim
30	SEARS 401 (K) SAVINGS PLAN C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT. W- 1948 358 E. COLORADO BLVD. PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	21072	\$219,290.65	No Liability Claim
31	ST JOSEPH HEALTH SYSTEM - OPERATING ACCOUNT C/O WESTERN ASSET MANAGEMENT COMPANY ATT: LEGAL DEPT W-1647 385 E. COLORADO BLVD PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	20965	\$602,582.32	No Liability Claim
32	ST. JOSEPH HEALTH SYSTEM WESTERN ASSET MANAGEMENT CO. ATTN: LEGAL DEPT W-1647 385 E. COLORADO BLVD. PASADENA, CA 91101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20943	\$602,582.32	No Liability Claim

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	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
33	STANDARD LIFE AND ACCIDENT INSURANCE COMPANY C/O FREDERICK BLACK/TARA B. ANNWEILER GREE, HERZ & ADAMS, LLP ONE MOODY PLAZA, 18TH FLOOR GALVESTON, TX 77550	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/22/2009	31992	\$219,753.81	No Liability Claim
34	STANDARD LIFE AND ACCIDENT INSURANCE COMPANY C/O FREDERICK BLACK/TARA B. ANNWEILER GREER HERTZ & ADAMS, LLP ONE MOODY PLAZA, 18TH FLOOR GALVESTON, TX 77550	08-13893 (JMP)	Lehman Brothers OTC Derivatives Inc.	09/22/2009	32178	\$219,753.81	No Liability Claim
35	SUNOCO, INC. MASTER RETIREMENT TRUST C/O SUNOCO, INC. 1735 MARKET STREET, SUITE LL ATTN: ANDREW KE PHILADELPHIA, PA 19103	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/18/2009	17214	\$216,551.52*	No Liability Claim
36	SUNOCO, INC. MASTER RETIREMENT TRUST C/O SUNOCO, INC. 1735 MARKET STREET, SUITE LL ATTN: ANDREW KE PHILADELPHIA, PA 19103	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/18/2009	17215	\$216,551.52*	No Liability Claim
37	SUNOCO, INC. MASTER RETIREMENT TRUST C/O WESTERN ASSET MANAGEMENT COMP. ATTN: LEGAL DEPT W-1151 385 E. COLORADO BLVD PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	21029	\$399,499.71	No Liability Claim

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	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
38	SUNOCO, INC. MASTER RETIREMENT TRUST C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPARTMENT, W-1151 385 E. COLORADO BLVD PASADENA, CA 91101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	22148	\$399,499.71	No Liability Claim
39	UNITED TECHNOLOGIES CORPORATION C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT. W-993 385 E. COLORADO BLVD. PASADENA, CA 91101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20857	\$401,008.64	No Liability Claim
40	UNITED TECHNOLOGIES CORPORATION C/O WESTERN ASSET MANAGEMENT COMPANY ATT: LEGAL DEPT W-993 385 E. COLORADO BLVD PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	20954	\$401,008.64	No Liability Claim
41	WATSON, WYATT & COMPANY PENSION PLAN FOR U. S. EMPLOYEES C/O WESTERN ASSET MANGEMENT COMPANY ATTN: LEGAL DEPT. W- 2551 385 E. COLORADO BLVD. PASADENA, CA 91101	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	21083	\$4,160.00	No Liability Claim

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	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
42	WATSON, WYATT & COMPANY PENSION PLAN FOR US EMPLOYEES C/O WESTERN ASSET MANAGEMENT COMPANY ATTN: LEGAL DEPT W-2551 385 COLORADO BLVD PASADENA, CA 91101	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	20838	\$4,160.00	No Liability Claim
43	WELLS FARGO BANK, NA AS TRUSTEE OF THE SUPPLEMENTAL INTEREST TRUST FOR STRUCTURED ASSET SECURITIES CORPORATION MORTGAGE PASS-THROUGH CERT. SER. 2007-OSI C/O MARY SOHLBERG MAC N9311-161 MINNEAPOLIS, MN 55479	08-13888 (JMP)	Lehman Brothers Special Financing Inc.	09/21/2009	24859	Undetermined	No Liability Claim
44	WELLS FARGO BANK, NATIONAL ASSOCIATION, NOT INDIVIDUALLY BUT SOLELY IN CAPACITY AS TRUSTEE FOR THE SUPPLEMENTAL INTEREST TRSUT FOR STRUCTURED ASSET SECURITIES CORPORATION MORTGAGE PASS-THROUGH CERTS, SER 2007-OS1 C/O MARY SOHLBERG MAC N9311-161 MINNEAPOLIS, MN 55479	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/21/2009	24763	Undetermined	No Liability Claim
					TOTAL	¢01.0EC.EC0.E0	

TOTAL \$21,256,768.72

EXHIBIT 2

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OMNIBUS OBJECTION 116: EXHIBIT 2 - NO LIABILITY CLAIMS - WITHDRAWN OBJECTIONS

	NAME	CASE NUMBER	DEBTOR NAME	FILED DATE	CLAIM #	TOTAL CLAIM DOLLARS	REASON FOR PROPOSED DISALLOWANCE
1	INVESCO VAN KAMPEN EQUITY AND INCOME FUND TRANSFEROR: VAN KAMPEN EQUITY AND INCOME FUND C/O INVESCO, LTD; STRADLEY RONON STEVENS & YOUNG, LLP PAUL A. PATTERSON, ESQ. & JULIE M. MURPHY, ESQ. 2600 ONE COMMERCE SQUARE PHILADELPHIA, PA 19103	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/22/2009	27105	\$810,393.00*	No Liability Claim
2	VANGUARD U.S. FUTURES FUND, A SUB-FUND OF VANGUARD INVESTMENT SERIES PLC ATTN: MICHAEL DRAYO PO BOX 2600 VALLEY FORGE, PA 19482	08-13555 (JMP)	Lehman Brothers Holdings Inc.	09/18/2009	16709	\$302,960.74	No Liability Claim
					TOTAL	\$1,113,353.74	